

RECORDATION NO. 20035-F FILED

SEP 4 '98

10-55 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

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FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 20035.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Mr. Vernon A. Williams  
September 4, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

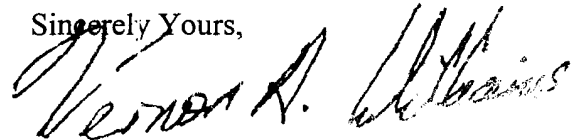
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM, and  
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,  
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,  
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,  
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,  
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,  
✓ 20035-F and 20036-C.

Sincerely Yours,



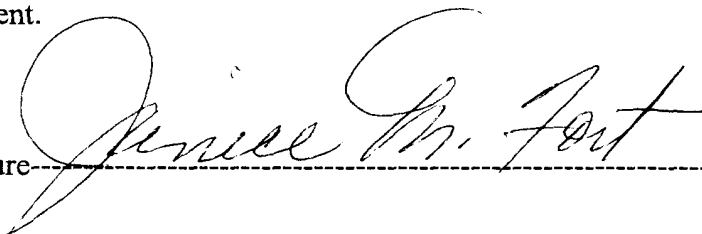
Vernon A. Williams

Enclosure(s)(32)

832.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



STATEMENT OF NEW REPORTING MARKS dated as of  
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A  
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A  
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified  
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of  
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation  
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule  
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment  
have been assigned and granted as security by the Lessor, pursuant to that certain  
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security  
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called  
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface  
Transportation Board or the Interstate Commerce Commission on the date specified in  
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of  
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject  
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail  
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the  
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the  
United States Code to show for the public record both such reporting marks, and to  
preserve the protection of the rights afforded to the Lessor and the Secured Party in the  
Subject Equipment by said section 11301, when, if, as and whether such reporting marks  
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McKeel

SCHEDULE A

Item 1, Lease:

dated as of April 30, 1996

Item 2, Lessor:

Silver Locomotive Lease Company, c/o Nomura Babacock and  
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo,  
Japan 103

Item 3, date of recordation of lease:

April 30, 1996

Item 4, recordation number of lease:

20035

Item 5, Security Agreements:

dated as of April 30, 1996

Item 6, Secured Party:

Wilmington Trust Company, Rodney Square North, 1100 N. Market Street,  
Wilmington, DE 19890

Item 7, date of recordation of Security Agreements:

April 30, 1996

Item 8, recordation number of Security Agreements:

20035

**Schedule B**

**Original Reporting  
Marks and Identifying  
Numbers**

CR 4114  
CR 4115  
CR 4117  
CR 4118  
CR 4119

**New Reporting  
Marks and Identifying  
Numbers**

PRR 7207  
PRR 7208  
PRR 7209  
PRR 7210  
PRR 7211

**Original Reporting  
Marks and Identifying  
Numbers**

CR 4120  
CR 4123  
CR 4126  
CR 4127

**New Reporting  
Marks and Identifying  
Numbers**

PRR 7212  
PRR 7213  
PRR 7214  
PRR 7215

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

CR 4116

NYC 807

CR 4124

NYC 810

CR 4121

NYC 808

CR 4125

NYC 811

CR 4122

NYC 809

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this *1<sup>st</sup>* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Suzanne J. Rossomando*  
Notary Public

My commission expires:

